

RECORDATION NO. 28046-A FILED

OCT 14 '09

11-14 AM

VIA UPS 2ND DAY AIR

SURFACE TRANSPORTATION BOARD

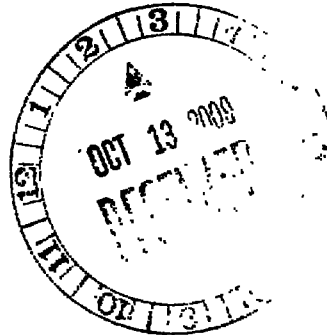
FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

October 8, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated September 18, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Teck Coal Limited
205 - 9th Ave SE, Suite 1000
Calgary, AB T2G 0R4
Canada

A description of the railroad equipment covered by the enclosed document is for one hundred thirty (130) 4520 cu. ft. capacity coal gondola cars marked FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(TECL002)

OCT 14 '09

11:14 AM

ASSGN. NO.: TECL002

MEMORANDUM OF LEASE
RIDER NO. 2

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of September 18, 2009 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Teck Coal Limited ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of September 1, 2009 (the "Lease") and Rider No. 2 thereto dated as of September 18, 2009 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: REGIONAL VICE PRESIDENT, ALERTSignature: Susan A. Barrie**LESSEE:**

TECK COAL LIMITED

Name: ROBERT W. (BOB) BELL
VICE PRESIDENT AND
CHIEF COMMERCIAL OFFICER

Title: _____

Signature: Robert W. Bell

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred thirty (130).

DESCRIPTION OF CARS: 4525 cubic foot capacity aluminum rotary coal gondolas with a 286,000 lb. gross rail loading with a load limit of approximately 122 tons. Four (4) cars equipped with two rotary couplers.

CAR NUMBERS: See attached exhibit A.

EXHIBIT A – RIDER NO. 2

CAR NUMBERS

FURX 965352	FURX 965443	FURX 965574	FURX 965626
FURX 965357	FURX 965447	FURX 965576	FURX 965627
FURX 965359	FURX 965450	FURX 965578	FURX 965629
FURX 965360	FURX 965455	FURX 965585	FURX 965630
FURX 965361	FURX 965460	FURX 965586	FURX 965632
FURX 965362	FURX 965462	FURX 965587	FURX 965634
FURX 965366	FURX 965465	FURX 965589	FURX 965635
FURX 965368	FURX 965468	FURX 965590	FURX 965637
FURX 965370	FURX 965469	FURX 965595	FURX 965638
FURX 965372	FURX 965478	FURX 965596	FURX 965639
FURX 965383	FURX 965485	FURX 965597	FURX 965641
FURX 965386	FURX 965488	FURX 965598	FURX 965645
FURX 965388	FURX 965491	FURX 965599	FURX 965654
FURX 965390	FURX 965493	FURX 965600	FURX 965655
FURX 965394	FURX 965505	FURX 965601	FURX 965656
FURX 965398	FURX 965507	FURX 965603	FURX 965657
FURX 965400	FURX 965518	FURX 965604	FURX 965660
FURX 965403	FURX 965521	FURX 965605	FURX 965661
FURX 965404	FURX 965522	FURX 965607	FURX 965663
FURX 965405	FURX 965523	FURX 965608	FURX 965665
FURX 965407	FURX 965527	FURX 965609	FURX 965666
FURX 965410	FURX 965534	FURX 965611	FURX 965669
FURX 965412	FURX 965536	FURX 965612	FURX 965670
FURX 965415	FURX 965541	FURX 965615	FURX 965672
FURX 965419	FURX 965546	FURX 965616	FURX 965675
FURX 965420	FURX 965560	FURX 965617	FURX 965677
FURX 965423	FURX 965561	FURX 965618	FURX 965678
FURX 965427	FURX 965562	FURX 965619	FURX 965680
FURX 965428	FURX 965563	FURX 965620	FURX 965682
FURX 965433	FURX 965564	FURX 965621	FURX 965683
FURX 965435	FURX 965565	FURX 965622	FURX 965684
FURX 965439	FURX 965570	FURX 965625	FURX 965685
FURX 965442	FURX 965573		